

EXHIBIT B

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE

NIKKI BOLLINGER GRAE, Individually and on Behalf of All Others Similarly Situated,)	Civil Action No. 3:16-cv-02267
)	
Plaintiff,)	Honorable Aleta A. Trauger
)	
vs.)	STIPULATION AND [PROPOSED] ORDER
)	REGARDING ADVICE OF COUNSEL
)	
CORRECTIONS CORPORATION OF)	
AMERICA, et al.,)	
)	
Defendants.)	
_____)	

WHEREAS, the Court conducted a telephonic hearing on June 2, 2020 and directed the parties to attempt to agree on a stipulation regarding the limitations on evidence and testimony regarding reliance on the advice of Counsel;

WHEREAS, Defendants have taken the position and represented to the Court that they will not and do not intend to assert an advice of Counsel defense in this action;

NOW, THEREFORE, the Parties, through their undersigned attorneys and subject to the Court's approval, stipulate and agree to the following:

1. Defendants will not advance advice of Counsel as a defense to any of the allegations in the Consolidated Complaint (ECF No. 57), or request that the Court instruct the jury on the advice of Counsel defense¹;

2. In the course of describing the process by which Defendants formulated their corporate disclosures, Defendants shall be permitted to present evidence or testimony that Counsel reviewed corporate disclosures and attended meetings where corporate disclosures were discussed; and

3. This Stipulated Order is binding on the parties in connection with summary judgment, trial, and any appeal therefrom.

IT IS SO STIPULATED.

DATED: [Insert Date]

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CHRISTOPHER M. WOOD

¹ "Counsel," includes, but is not limited to, (i) any attorney or law firm providing any services to any Defendant; (ii) CCA's in-house Counsel; and (iii) any individual, such as Natasha Metcalf, whom any Defendant contends was assisting with legal advice.

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DATED: [Insert Date]

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Lappin

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: _____

THE HONORABLE ALETA A. TRAUGER
UNITED STATES DISTRICT JUDGE